

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF UTAH

In re: <u>Castle Arch Opportunity Partners I, LLC</u>	Case No. <u>11-35240</u>
<u>Debtor(s).</u>	Chapter <u>11</u>
	Trustee: _____

AMENDMENT DECLARATION

Please circle or underline amended material when appropriate.

1. PETITION ☒ REOPENING: Yes \_\_\_\_\_ No ☒ CONVERSION(13 to 7) Yes \_\_\_\_\_ No ☒  
When changing debtor's address, please file separate change of address form.  
When amending, please submit the changes/additions only!
2. SCHEDULES: A ☒ B ☒ C ☒ D ☒ E ☒ F ☒ G ☒ H ☒ I ☒ J \_\_\_\_\_  
Are you changing the address, amounts, etc., or adding a creditor?  
Changing ☒ Adding ☒ (\$30.00 amendment fee required for D, E, & F; OR IFP Waiver)
3. AMENDED AMOUNTS/TOTALS OF SCHEDULES: Yes-
4. STATEMENT OF AFFAIRS: Yes-
5. AMENDED CHAPTER 13 PLAN: N/A

If you have amended schedules D, E, F by adding a creditor, you owe \$30.00 amendment fee. Fee attached ☒

If schedules D, E, F were amended but no creditors added or adding a listed creditor's attorney, no fee necessary.

No fee attached \_\_\_\_\_

Reason no fee is attached \_\_\_\_\_

It is the debtor's responsibility to notify additional creditors by sending a 341 notice and/or Discharge Order to the creditors added to the schedules/matrix.

A certificate of mailing to creditors should be filed with the Clerk's office (see below).

I declare under penalty of perjury that the information provided in this attached amendment is true and correct.

Jeff Austin  
Debtor

Date

12-23-2011

U.S. Trustee's Office and Trustee in the case supplied copies of amendment(s)? Yes ☒ No \_\_\_\_\_

Gregory J. Adams

ATTORNEY FOR DEBTOR(S)

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was mailed, postage prepaid, to creditors of this estate as follows (please mark the appropriate lines(s)):

- ☒ 341 Notice to creditors added by this amendment.  
☐ Discharge Notice to creditors added by this amendment.  
☐ Amended Chapter 13 Plan to all creditors.

12/23/11  
DATED

Gregory J. Adams

ATTORNEY FOR DEBTOR(S)

**United States Bankruptcy Court**  
**District of Utah**
**Voluntary Petition**  
**AMENDED**

Name of Debtor (if individual, enter Last, First, Middle):  
**Castle Arch Opportunity Partners I, LLC**

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years  
(include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 8 years  
(include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN  
(if more than one, state all)  
**26-4465091**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN  
(if more than one, state all)

Street Address of Debtor (No. and Street, City, and State):  
**8 East Broadway #510**  
**Salt Lake City, UT**

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP Code

**84111**

ZIP Code

County of Residence or of the Principal Place of Business:  
**Salt Lake**

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

ZIP Code

Mailing Address of Joint Debtor (if different from street address):

ZIP Code

Location of Principal Assets of Business Debtor  
(if different from street address above):

**Tooele, Utah**
**Type of Debtor**  
(Form of Organization)  
(Check one box)

- ☐ Individual (includes Joint Debtors)  
*See Exhibit D on page 2 of this form.*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

**Nature of Business**  
(Check one box)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

**Tax-Exempt Entity**

- (Check box, if applicable)
- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

**Chapter of Bankruptcy Code Under Which the Petition is Filed** (Check one box)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

**Nature of Debts**  
(Check one box)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☒ Debts are primarily business debts.

**Filing Fee** (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

## Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

## Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).

## Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

**Statistical/Administrative Information**

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

**Estimated Assets**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

**Estimated Liabilities**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

# **Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

Castle Arch Opportunity Partners I, LLC

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>See Attachment</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

## **Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

## **Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X** \_\_\_\_\_  
 Signature of Attorney for Debtor(s) (Date)

## **Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- ☐ Yes, and Exhibit C is attached and made a part of this petition.  
☒ No.

## **Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

## **Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  
☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  
☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

## **Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
 (Name of landlord that obtained judgment)

\_\_\_\_\_  
 (Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  
☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  
☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

B1 (Official Form 1)(4/10)

- AMENDED

Page 3

## Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Castle Arch Opportunity Partners I, LLC

### Signatures

#### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

#### Signature of Attorney\*

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

Gregory J. Adams 6159  
Printed Name of Attorney for Debtor(s)

McKay, Burton & Thurman  
Firm Name

170 South Main Street, Suite 800  
Salt Lake City, UT 84101

\_\_\_\_\_  
Address

801-521-4135 Fax: 801-521-4252

\_\_\_\_\_  
Telephone Number

12/23/11  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

#### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

Jeff Austin  
Printed Name of Authorized Individual

CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's Mngr

\_\_\_\_\_  
Title of Authorized Individual

12-25-2011  
Date

#### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

#### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re Castle Arch Opportunity Partners I, LLC

Debtor

Case No. 11-35240

**FORM 1. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Filed Attachment**

Name of Debtor / District

CAOP Managers, LLC  
Utah

Castle Arch Real Estate Investment Company  
Utah

Case No. / Relationship

11-35237  
Manager

11-35082  
Mngr. of CAOP Managers, LLC

Date Filed / Judge

10/20/11  
Mosier

10/17/11  
Marker

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Utah**

In re Castle Arch Opportunity Partners I, LLC

Debtor(s)

Case No. 11-35240  
Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017	breach of contract	Unliquidated Disputed	9,304,852.00
CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111	CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111	Management fees	Unliquidated	108,073.08
Broadway Copy 2401 S Broadway Santa Ana, CA 92707	Broadway Copy 2401 S Broadway Santa Ana, CA 92707	copies/printing		5,063.75
Incsmart. Biz, Inc. 4421 Edward Ave Las Vegas, NV 89108	Incsmart. Biz, Inc. 4421 Edward Ave Las Vegas, NV 89108	Registered Agent Fees	Unliquidated Disputed	Unknown

B4 (Official Form 4) (12/07) - Cont.

In re Castle Arch Opportunity Partners I, LLC

Debtor(s)

Case No. 11-35240

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS - AMENDED**  
(Continuation Sheet)

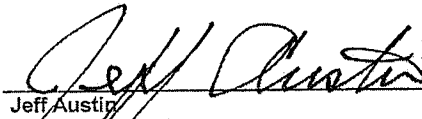
(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's Mngr of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 12-23-2011

Signature



Jeff Austin

CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's  
Mngr

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of Utah**

In re Castle Arch Opportunity Partners I, LLC  
Debtor

Case No. 11-35240

Chapter 11

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	5,467,000.00		
B - Personal Property	Yes	4	1,674,186.07		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		276,026.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		9,417,988.83	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		11			
Total Assets			7,141,186.07		
Total Liabilities				9,694,014.83	

**United States Bankruptcy Court**  
**District of Utah**

In re Castle Arch Opportunity Partners I, LLC

Debtor

Case No. 11-35240Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Castle Arch Opportunity Partners I, LLC

Case No. 11-35240

Debtor

### SCHEDULE A - REAL PROPERTY - AMENDED

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
348.2 acres of RR-5 zoned raw land and 618.34 acre feet of water rights in Tooele, Utah	Fee simple	-	5,360,000.00	276,026.00
Investment Home 5313 South 51st Drive Laveen, AZ 85339	Fee Simple	-	107,000.00	0.00

Sub-Total > **5,467,000.00** (Total of this page)

Total > **5,467,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		TD Ameritrade Checking account, Utah	-	383,457.71
		HSBC Foreign Currency Savings	-	2,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **385,457.71**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		Interests in the following Conix related joint venture/partnerships of distressed debt and bank REO residential properties: Town Capital I (note receivable) Onyx Capital II (note receivable) Conix/Oak Capital (note receivable) EWCA Com I EWCA Com II CREO 111 (Estimated Total Value \$1,131,183.66)  Western Showcase Manufactured Home (Estimated Value \$40,027.50)	-	1,171,211.11
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			

Sub-Total > **1,171,211.11**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Inter-company loan to Castle Arch Opportunity Partners III, LLC. Property located in UT.	-	17,517.25
		Inter-company loan to Castle Arch Smryna, LLC. Property located in TN.	-	100,000.00
		Contract and tort claims against Conix, Inc. related to distressed real estate purchase, remediation and re-sale. Property located in Tucson, AZ.	-	Unknown
		Recovery of overpayments to Longview Financial Holding, Inc and Longview Financial Group Inc. Property held in NY, NY.	-	Unknown
		Claim against Castle Arch Real Estate Investment Company, LLC and CAOP Managers, LLC for breach of fiduciary duty related to Toole land and water transaction. Property located in Tooele, Utah.	-	Unknown
		Cash retainer/payment to Carr & Waddoups in 2011. Property located in UT.	-	Unknown
		Cash retainer/payment to Trent Waddoups, PC in 2011. Property located in UT.	-	Unknown
		Cash retainer/payment to Labertew & Associates in 2011. Property located in UT.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
Sub-Total >				117,517.25
(Total of this page)				

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **0.00**  
 (Total of this page)  
 Total > **1,674,186.07**

Sheet 3 of 3 continuation sheets attached  
 to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			2009					
ANB Venture c/o Adelaide Maudsley, Esq. 201 S Main #2000 Salt Lake City, UT 84111	X	-	Deed of Trust  348.2 acres of RR-5 zoned raw land and 618.34 acre feet of water rights in Tooele, Utah				158,000.00	0.00
			Value \$ 5,360,000.00					
Account No.			Add'l Notice for: ANB Venture				Notice Only	
			Value \$					
Account No. xx-xxx5091			2009 to current					
Tooele County Treasurer 47 South Main Tooele, UT 84074		-	Statutory Lien  348.2 acres of RR-5 zoned raw land and 618.34 acre feet of water rights in Tooele, Utah				118,026.00	0.00
			Value \$ 5,360,000.00					
Account No.								
			Value \$					
Subtotal (Total of this page)							276,026.00	0.00
Total (Report on Summary of Schedules)							276,026.00	0.00

0 continuation sheets attached

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Castle Arch Opportunity Partners I, LLCCase No. 11-35240

Debtor

## AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.  Broadway Copy 2401 S Broadway Santa Ana, CA 92707		-	2009 copies/printing				5,063.75
Account No.  CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111		-	2009 to present Management fees		X		108,073.08
Account No.  Incsmart. Biz, Inc. 4421 Edward Ave Las Vegas, NV 89108		-	Registered Agent Fees		X	X	Unknown
Account No.  Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017		-	2009-10 Contract and tort counter-claims and claims.		X	X	9,304,852.00
Subtotal (Total of this page)							9,417,988.83

1 continuation sheets attached

In re Castle Arch Opportunity Partners I, LLC

Case No. 11-35240

Debtor

**AMENDED**  
**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H U S B A N D W I F E J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Add'l Notice for: Longview Financial Group, Inc.				Notice Only
Longview Financial Holding Inc. c/o CSC Registered Agent 2711 Centerville Road, Suite 400 Wilmington, DE 19808							
Account No.							
Account No.							
Account No.							
Account No.							

Sheet no. 1 of 1 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

Subtotal  
 (Total of this page)

0.00

Total  
 (Report on Summary of Schedules)

9,417,988.83

In re Castle Arch Opportunity Partners I, LLC

Case No. 11-35240

Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

CAOP Managers, LLC (Managed by CAREIC)  
(Debtor in Case No. 11-35237)  
8 East Broadway #510  
Salt Lake City, UT 84111

LLC Operating Agreement with the Debtor.  
8 East Broadway #510  
Salt Lake City, UT 84111

CAOP Managers, LLC (Managed by CAREIC)  
8 East Broadway #510  
Salt Lake City, UT 84111

Management Agreement with the Debtor.  
8 East Broadway #510  
Salt Lake City, Utah 84111

In re Castle Arch Opportunity Partners I, LLC

Case No. 11-35240

Debtor

## SCHEDULE H - CODEBTORS - AMENDED

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Arch Secured Development Funds, LLC 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Kingman, LLC 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Lease to Own Income Fund 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Opportunity Partners II, LLC 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Opportunity Partners III, LL 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Real Estate Investment Co 8 East Broadway #510 Salt Lake City, UT 84111	Longview Financial Group, Inc. Schrader & Schoenberg, LLP 711 Third Avenue #1803 New York, NY 10017
Castle Arch Real Estate Investment Co 8 East Broadway #510 Salt Lake City, UT 84111	ANB Venture c/o Adelaide Maudsley, Esq. 201 S Main #2000 Salt Lake City, UT 84111

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court  
District of Utah

In re Castle Arch Opportunity Partners I, LLC

Debtor(s)

Case No. 11-35240  
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's Mngr of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 12-23-2011

Signature

Jeff Austin  
Jeff Austin  
CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's  
Mngr

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court  
District of Utah

In re Castle Arch Opportunity Partners I, LLC

Debtor(s)

Case No. 11-35240

Chapter 11

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$-101,589.71	2011 YTD:
\$696,262.00	2010:
\$451,067.00	2009:

**2. Income other than from employment or operation of business**

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
\$24,765.03

SOURCE  
Interest income, 2010

**3. Payments to creditors**

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None ☒ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
------------------------------	---------------------------------	---	--------------------

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646 Manager/CEO of Castle Arch Real Estate Investment Company, LLC, Manager of CAOP Managers, LLC., Manager of Debtor	11/29/10	\$2,017.59	\$0.00
Castle Arch Real Estate Investment Co 8 East Broadway #510 Salt Lake City, UT 84111 Mngr of CAOP Managers, LLC, Mngr. of Debtor	10/18/10-10/20/11	\$1,524,830.73	\$108,073.08
Castle Arch Opportunity Partners II 8 East Broadway Suite 510 Salt Lake City, UT 84111 Affiliate	10/22/2010;10/26/2010	\$367,523.22	\$0.00

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Castle Arch Opportunity Partners III 8 East Broadway Suite 510 Salt Lake City, UT 84111 Affiliate	12/29/10	\$3.98	\$0.00
Conix 3915 E. Broadway Blvd., Ste. 400 Tucson, AZ 85711	12/13/2010;11/09/2010;02/21 /2011	\$550,000.00	\$0.00

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Longview Financial Group, Inc. v. Castle Arch Real Estate Investment Co., LLC, Case No. 600904/10	Tort and contract	Supreme Court of the State of New York, County of New York	Pre-Discovery ; Motion to Dismiss Phase Complete

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
Trent Waddoups Carr & Waddoups 8 East Broadway #609 Salt Lake City, UT 84111	Hunt Law Corporation v. Castle Arch Real Estate Investment Company, LLC, Case No. 100700353, 2nd Judicial District Court of Davis County, State of Utah, Judge David Connors	9/9/11	All assets and operations of Debtor and affiliated debtors. Value subject to intercompany claims and offsets.

#### 7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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#### 8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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#### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Labertew & Associates, LLC 4764 South 900 East #3 Salt Lake City, UT 84117	9/19/11	(Retainer \$47,500 Total, fbo CAREIC)

#### 10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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#### 11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Chase Bank Orem, UT	Checking; 3190	\$0; 9/30/11

#### 12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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#### 13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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#### 14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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#### 15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1295 Flint Meadow Drive #D Kaysville, Utah 84037	Castle Arch Opportunity Partners I, LLC	3/2010 to 8/2011
2500 North Tucson Blvd, Suite 140 Tucson, AZ 85716	Castle Arch Opportunity Partners I, LLC	03/2009 to 03/2010
650 Town Center Drive, Suite 780 Costa Mesa, CA 92626	Castle Arch Opportunity Partners I, LLC	03/2009 to 03/2010

# 16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

# 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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# 18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

#### 19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Doug Child 1284 W. Flint Meadow Dr #D Kaysville, UT 84037	2009-07/2011
Glen Martinsen 8 East Broadway #510 Salt Lake City, UT 84111	2009-present
Laura Weston 656 Westbrook Dr Kaysville, UT 84037	2009-10
Child Van Wagoner Bradshaw, CPAs 1284 W. Flint Meadow Dr. #D Kaysville, UT 84037	2009 through present
Chisholm, Bierwolf, Nilson & Morrill 12 South Main #208 Layton, UT 84041	2009-10

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Child Van Wagoner Bradshaw, CPAs	1284 W. Flint Meadow Dr. #D Kaysville, UT 84037	2011
Chisholm, Bierwolf, Nilson & Morrill	12 South Main #208 Layton, UT 84041	2009-03/2010

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Child Van Wagoner Bradshaw, CPAs	1284 W. Flint Meadow Dr. #D Kaysville, UT 84037

NAME  
Glen Martinsen

Trent Waddoups, Receiver

ADDRESS  
8 East Broadway #510  
Salt Lake City, UT 84111  
  
Carr & Waddoups  
8 East Broadway, #510  
Salt Lake City, UT 84111

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

**20. Inventories**

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

**21 . Current Partners, Officers, Directors and Shareholders**

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS  
CAOP Managers, LLC  
8 East Broadway #510  
Salt Lake City, UT 84111

TITLE  
Manager, Shareholder

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP  
Member Units 42%

CONIX  
2500N Tucson  
Tucson, AZ 85716

Shareholder

Member Units 42%

**22 . Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS

TITLE

DATE OF TERMINATION

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**23 . Withdrawals from a partnership or distributions by a corporation**

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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**24. Tax Consolidation Group.**

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

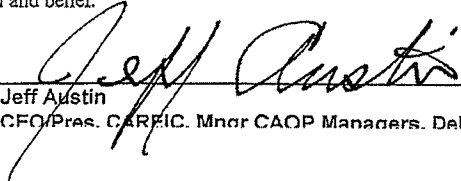
NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 12-23-2011

Signature

  
Jeff Austin  
CEO/Pres. CAREIC. Mgr CAOP Managers. Debtor's

United States Bankruptcy Court  
District of Utah

In re Castle Arch Opportunity Partners I, LLC

Debtor

Case No. 11-35240

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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See attached

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's Mngr of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 12-23-2011

Signature

Jeff Austin  
Jeff Austin  
CEO/Pres. CAREIC, Mngr CAOP Managers, Debtor's Mng

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

surname	first name	spouse/co-named	Street	City	St	Zip	Pref Units	investment date	Money Invested
CASSIDY	BARBARA		2312 E Sequoia Dr	Phoenix	AZ	85024	3,000.00	9/3/2009	\$ 300,000
KULYK	EWHEN		1022 Highland Ln	Glenview	IL	60025	2,500.00	6/4/2009	\$ 250,000
BECKER	EDWARD		847 Meadow Creek Ct	Walnut Creek	CA	94596	2,000.00	9/23/2009	\$ 200,000
FELLARS	ROY		15 W. College Dr	Arlington Heights	IL	60004	2,000.00	8/28/2009	\$ 200,000
HARRIS	FRANK		131 Apple Tree Rd	Winnetka	IL	60093	2,000.00	7/23/2009	\$ 200,000
HORN	AARON		21 Forest Hills CT	Walnut Creek	CA	94597	2,000.00	6/4/2009	\$ 200,000
MOSTERT	JUSTIN	MOSTERT AMY	41 Via Adrian	San Clemente	CA	92673	2,000.00	8/20/2009	\$ 200,000
EBERT	DAVID		951 N. Haddow	Arlington Heights	IL	60004	1,590.00	8/28/2009	\$ 159,000
BEDDINGFIELD	GEORGE	BEDDINGFIELD ELENA	3804 Ventura Canyon Ave	Sherman Oaks	CA	91423	1,500.00	8/11/2009	\$ 150,000
DARCY	CLAIRE	DARCY CHARLES	155 Littleworth Lane	Sea Cliff	NY	11579	1,500.00	7/20/2009	\$ 150,000
LEE	SAMUEL	LEE MING	18543 Yorba Linda Blvd # 336	Yorba Linda	CA	92886	1,500.00	8/28/2009	\$ 150,000
SAUNDERS	JOHN		720 Glenandale Terrace	Glendale	CA	91206	1,500.00	9/3/2009	\$ 150,000
SAUNDERS	JOHN		720 Glenandale Terrace	Glendale	CA	91206	1,500.00	8/20/2009	\$ 150,000
MAZZAFERRI	TIMOTHY		4334 Ivy Dr	Glenview	IL	60025	1,290.00	7/20/2009	\$ 129,000
SEGALA	LORRAINE		P.O. Box 3967	Stateline	NV	89449	1,250.00	7/23/2009	\$ 125,000
SNP	DENISE		570 Dunhill	Lake Zurich	IL	60047	1,183.00	7/23/2009	\$ 118,300
PINIOTES	KAREN		PO Box 1131	Breckenridge	CO	80424	1,100.00	8/28/2009	\$ 110,000
GILKISON	CHARLES		935 Anderson Dr	Green Oaks	IL	90048	1,030.00	8/28/2009	\$ 103,000
COREY	MARGARET		228 Woodstone Cir	Buffalo Grove	IL	60089	1,023.00	9/3/2009	\$ 102,300
MIILLER	ALDERD	MIILLER ANNA	801 W Linger Lane	Phoenix	AZ	85021	1,014.67	8/20/2009	\$ 101,467
BAKER	JOHN		52 HeadQuaters Road	Litchfield	CT	06759	1,000.00	6/16/2009	\$ 100,000
BECKER	EDWARD		847 Meadow Creek Ct	Walnut Creek	CA	94596	1,000.00	9/23/2009	\$ 100,000
CALL	MICHAEL		9461 Banning Ave	Huntington Beach	CA	92646	1,000.00		\$ 100,000
FOTI	PETE	FOTI DEBRA	2970 Oro Grande Blvd	Lake Havasu	AZ	86406	1,000.00	7/20/2009	\$ 100,000
FOTI	FRANK		3360 Candlewood Dr.	Lake Havasu	AZ	86406	1,000.00	7/23/2009	\$ 100,000
GRUBER	MARK		1716 W. School St.	Chicago	IL	60657	1,000.00	11/5/2009	\$ 100,000
HAMPTON	STEVEN		1141 Lincoln St	Glenview	IL	60025	1,000.00	9/23/2009	\$ 100,000
JOHNSON	GEORGE		180 E. Pearson St Ste 6407	Chicago	IL	60611	1,000.00	9/10/2009	\$ 100,000
KLIPSCH	MARK		2364 Essington Rd Suite 118	Joliet	IL	60435	1,000.00	10/14/2009	\$ 100,000
MACLEOD	ANDREW		234 Dennis Ln	Glencoe	IL	60022	1,000.00	7/30/2009	\$ 100,000
MAGA	ALMA		7710 E Pasadena Ave	Scottsdale	AZ	85250	1,000.00	6/4/2009	\$ 100,000
MANNING	TIM	MANNING DIANNE	PO BOX 4445	Cave Creek	AZ	85327	1,000.00	9/23/2009	\$ 100,000
MANSUR	AUSTIN		875 N. Michigan Suite 3620	Chicago	IL	60611	1,000.00	10/14/2009	\$ 100,000
MEHTA	PRADIP		3919 W. Fitch Ave	Lincolnwood	IL	60712	1,000.00	7/20/2009	\$ 100,000
MIILLER	ALDERD	MIILLER ANNA	801 W Linger Lane	Phoenix	AZ	85021	1,000.00	6/4/2009	\$ 100,000
PAGELS	RAYMOND		402 W. Ladd	Arlington Heights	IL	60004	1,000.00	8/20/2009	\$ 100,000
STOUT	DAVID		600 Perkins Dr	Mukwonago	WI	53149	1,000.00	10/14/2009	\$ 100,000
SURBER	LYNN	SURBER TIM	6541 Regional St.	Dublin	CA	94568	1,000.00	10/14/2009	\$ 100,000
WALTON	MICHAEL		40088 N Old Stage Rd.	Cave Creek	AZ	85331	1,000.00	8/27/2010	\$ 100,000
WONG	BRIAN		39 Clear Creek	Irvine	CA	92620	1,000.00	8/6/2009	\$ 100,000
GAWNE	MARIE		5917 N Newark	Chicago	IL	60631	995.00	6/4/2009	\$ 99,500
GAWNE	RAYMOND		5917 N Newark	Chicago	IL	60631	900.00	10/22/2009	\$ 90,000
JANSEN	ROBERT		932 Indian Rd	Glenview	IL	60025	900.00	7/20/2009	\$ 90,000
PATEL	HAREN	PATEL KALINDI	506 W. Golf Rd.	Mount Prospect	IL	60056	900.00	6/16/2009	\$ 90,000
MIKRUT	JAN		8510 Major Ave.	Morton Grove	IL	60053	860.00	7/20/2009	\$ 86,000
LING	MAURICE	LING LEANN	3791 Fern	Irvine	CA	92606	800.00	7/30/2009	\$ 80,000
ROTTER	JOEL		23232 Fairview	Deer Park	IL	60010	750.00	7/23/2009	\$ 75,000
KINZINGER	PAMELA		38 Lawndale St	Belmont	MA	02478	727.00	8/28/2009	\$ 72,700
AVELLINI	ROBERT		1085 Flamingo Dr	Roselle	IL	60172	700.00	7/23/2009	\$ 70,000
BAKER	JANET		52 HeadQuaters Road	Litchfield	CT	06759	600.00	8/28/2009	\$ 60,000
BRANYAN	NORMAN		19631 Dearborne Cir	Huntington Beach	CA	92648	600.00	7/23/2009	\$ 60,000
LAU	YUK		3/F, Jean House, 318 Sai Yeung Choi Street North, Monk	Kowloon, Hong K			600.00	8/20/2009	\$ 60,000
REEVE	JANET		1433 Barry Ave # 303	Los Angeles	CA	90025	549.11	5/22/2009	\$ 54,911
MEINZER	MARILYNN		328 Long Ache Lane	Palative	IL	60067	535.00	7/20/2009	\$ 53,500
FRODERMAN	VICKY		20288 Wallingford LN	Deer Park	IL	60010	509.00	7/20/2009	\$ 50,900
AHRENS	RONALD		618 18th St	Huntington Beach	CA	92648	500.00	8/6/2009	\$ 50,000
ANDERSON	PAUL		720 Turtle Crest Dr.	Irvine	CA	92603	500.00	8/20/2009	\$ 50,000
BRANYAN	NORMAN		19631 Dearborne Cir	Huntington Beach	CA	92648	500.00	8/6/2009	\$ 50,000
CANTLER	DON		1800 Co. Rd #307	Jarrel	TX	76537	500.00	8/27/2010	\$ 50,000
CHEN	ANTHONY	CHEN THANCHAN	3335 Brittan Ave #2	San Carlos	CA	94070	500.00	6/4/2009	\$ 50,000
CHRISTENSEN	CONNIE		PO Box 577	San Juan Capistrano	CA	92693	500.00	6/4/2009	\$ 50,000
DELGADO	CARLOS		11704 Sierra Sky Dr	Whittier	CA	90601	500.00	10/14/2009	\$ 50,000
FALOONA	RON	FALOONA ALINE	324 Bel Air	Glenview	IL	60025	500.00	6/4/2009	\$ 50,000
FELLARS	ROY		15 College Dr	Arlington Heights	IL	60004	500.00	10/14/2009	\$ 50,000
FISHER	JOY		15595 Rim of the Valley Dr	Valley Center	CA	92082	500.00	6/16/2009	\$ 50,000
FISHER	JOY		15595 Rim of the Valley Dr	Valley Center	CA	92082	500.00	8/27/2010	\$ 50,000
GEHRLING	KEN	GEHRLING MARY	7401 N. Odell Ave	Chicago	IL	60631	500.00	8/28/2009	\$ 50,000
GROM	GARY		21676 N Timber Ridge Ct.	Kildeer	IL	60047	500.00	7/20/2009	\$ 50,000

HANLIN	JOHN			108 Pergola	Irvine	CA	92612	500.00	6/16/2009	\$	50,000
HERMANN	DARRYL			W 229 S 7850 Big Bend Dr	Big Bend	WI	53103	500.00	8/6/2009	\$	50,000
HOHS	DONALD	HOHS	JOAN	9242 Mamora Ave	Morton Grove	IL	60053	500.00	6/4/2009	\$	50,000
HYNEMAN	KATHLEEN			298 N. Cote Circle	Exton	PA	19341	500.00	6/4/2009	\$	50,000
INIGUEZ	ALFONSO			732 E. Lehi Road	Mesa	AZ	85203	500.00	8/20/2009	\$	50,000
KAMINSKY	LAWRENCE	KAMINSKY	VICTORIA	2350 Chestnut St. #202	Glenview	IL	60026	500.00	10/14/2009	\$	50,000
KREVER	MICHAEL			PO Box 3662	Orange	CA	92857	500.00	10/14/2009	\$	50,000
KUTSCH	MARK	KUTSCH	CHERYL	1524 Pfingsten Rd	Glenview	IL	60025	500.00	6/16/2009	\$	50,000
KUTSCH	MARK			1524 Pfingsten Rd	Glenview	IL	60025	500.00	9/10/2009	\$	50,000
KWAN	LINDA			27726 Agate Canyon Dr	Laguna Niguel	CA	92677	500.00	8/6/2009	\$	50,000
LEWIS	STEVEN			1015 Waddington	Bloomfield Hills	MI	48301	500.00	8/11/2009	\$	50,000
LOSH	JAMES			73 Stephanie	Glen Ellyn	IL	90137	500.00	7/23/2009	\$	50,000
MACKINNON	BONNIE	MACKINNON	DON	1546 Elm St	San Carlos	CA	94070	500.00	6/4/2009	\$	50,000
MACLEOD	ANDREW	MACLEOD	DONNA	234 Dennis Ln	Glencoe	IL	60022	500.00	7/20/2009	\$	50,000
MERK	RICHARD	MERK	NANCY	423 Avenida Granada #18	San Clemente	CA	92672	500.00	8/11/2009	\$	50,000
MIILLER	BRIAN			8108 N 178th Ave	Waddell	AZ	85355	500.00	8/28/2009	\$	50,000
MIILLER	IVAN			3901 W Dailey St	Phoenix	AZ	85053	500.00	8/6/2009	\$	50,000
MITCHELL	RICHARD	MITCHELL	LORI	1048 Arbor Lane	Glenview	IL	60025	500.00	10/14/2009	\$	50,000
MOON	MARY			8389 La Riviera Dr	Sacramento	CA	95826	500.00	10/22/2009	\$	50,000
MUDD	WARREN			2 Passage Ln	Redwood City	CA	94065	500.00	7/23/2009	\$	50,000
NITTI	PATRICIA	NITTI	MICHAEL	18926 La Guardia St	Rowland Heights	CA	91748	500.00	8/28/2009	\$	50,000
PERRY	CHRISTOPHER			2506 Blossom Lane, #B	Redondo Beach	CA	90278	500.00	7/20/2009	\$	50,000
PINKSTON	SIDNEY			500 N. Akard Ste 2970	Dallas	TX	75201	500.00	7/20/2009	\$	50,000
PINKSTON	SIDNEY			500 N. Akard Ste 2970	Dallas	TX	75201	500.00	10/14/2009	\$	50,000
POULS	STEVEN			437 Birmingham Lane	Schaumburg	IL	60193	500.00	6/4/2009	\$	50,000
RAUCH	MINDY			1163 El Abra Way	San Jose	CA	95125	500.00	6/4/2009	\$	50,000
ROTSCHILD	ARIELA			23942 Broadhorn Dr	Laguna Niguel	CA	92677	500.00	7/20/2009	\$	50,000
SAGGIANI	JOHN			19645 Dearborne Cir	Huntington Beach	CA	92648	500.00	10/14/2009	\$	50,000
SCHUMAN	JOHN	SCHUMAN	MIRIAM	2203 Catherine St	Northbrook	IL	60062	500.00	6/4/2009	\$	50,000
SIRIANNI	RALPH			1503 Sequoia Trail	Glenview	IL	60025	500.00	7/23/2009	\$	50,000
SORGANI	THOMAS	SORGANI	SANDRA	12 Whitehall Ct	Buffalo Grove	IL	60089	500.00	10/14/2009	\$	50,000
STAGER	JAMES			370 Lakeside Dr	Roselle	IL	60172	500.00	10/14/2009	\$	50,000
STAPLE	TOM	STAPLE	SHIRLEY	123 Via Orvieto	Newport Beach	CA	92663	500.00	8/28/2009	\$	50,000
STEPHENS	GARY			39 W. 771 Deer Run Dr	St. Charles	IL	60175	500.00	9/10/2009	\$	50,000
SUZUKI	PATRICIA			217 Palos Verdes Blvd #138	Redondo Beach	CA	90277	500.00	8/6/2009	\$	50,000
TJIA	SYARIFUDIN			6891 Edinboro St	Chino	CA	91710	500.00	8/6/2009	\$	50,000
VAHOS	MICHAEL			149 Guilford Road	Valparaiso	IN	46385	500.00	6/4/2009	\$	50,000
YATES	BRUCE			24871 Sausalito Street	Laguna Hills	CA	92653	500.00	10/26/2009	\$	50,000
ZUCKERMAN	DAN	ZUCKERMAN	LIAT	722 19th St	Santa Monica	CA	90402	500.00	8/11/2009	\$	50,000
LEADER	JOHN			456 Westminster Rd	Putney	VT	5346	469.00		\$	46,910
MORTON	PETER			PO Box 1433	Carefree	AZ	85377	450.00	7/23/2009	\$	45,000
CHAVEZ	JACK			324 Bel Air	Glenview	IL	60025	423.00	7/30/2009	\$	42,300
CASSIDY	BARBARA			2312 E Sequoia Dr	Phoenix	AZ	85024	420.00	5/22/2009	\$	42,000
MARTINSON	RANDY			892 Ridgeline Cir.	Centerville	UT	84014	410.00	10/14/2009	\$	41,000
GIRARD	SCOTT			13 Windmere Lane	South Barrington	IL	60010	400.00	1/14/2010	\$	40,000
LEE	ROBERT			62 Rossmoor Dr	San Francisco	CA	94132	400.00	10/22/2009	\$	40,000
ROTTER	PHYLLIS			2011 Oak Wood Dr	Arlington Heights	IL	60004	360.00	6/4/2009	\$	36,000
SCHARMANN	KEN			362 Covington Terrace	Buffalo Grove	IL	60089	350.00	8/28/2009	\$	35,000
REEVE	MICHAEL			393 E. Dry Creek Orchard	Alpine	UT	84004	344.00	7/20/2009	\$	34,400
COOPER	THOMAS			712 Carraige Hill Rd	Glenview	IL	60025	330.00	10/22/2009	\$	33,000
MINOR	PRESTON			17 Elderberry	Aliso Viejo	CA	92656	300.00	8/20/2009	\$	30,000
MOREY	ROBERT			7099 S. Taylor Dr.	Tempe	AZ	85283	300.00	9/10/2009	\$	30,000
COREY	MARGARET			229 Woodstone Cir	Buffalo Grove	IL	60089	298.00	8/20/2009	\$	29,800
PERRY	CHRISTOPHER			2506 Blossom Lane, #B	Redondo Beach	CA	90278	270.00	10/26/2009	\$	27,000
CHAN	MEI			1061 Park Ave. #312	Long Beach	CA	90804	268.00	9/3/2009	\$	26,800
BRYZEK	LISA	BRYZEK	MICHAEL	334 Oswego Court	West New York	NJ	07093	250.00	10/14/2009	\$	25,000
CURRY	RICHARD			2639 E Fox St	Mesa	AZ	85213	250.00	8/6/2009	\$	25,000
GOW	DONALD			4072 Fairway Dr	Wilmette	IL	60091	250.00	7/20/2009	\$	25,000
GOW	LINDA			4072 Fairway Dr	Wilmette	IL	60091	250.00	7/20/2009	\$	25,000
GREEN	RAYMOND	GREEN	JUDY	3200 La Rotonda Dr, #406	Rancho Palos Verdes	CA	90275	250.00	7/23/2009	\$	25,000
HARGROVE	RHONDA			175 Parkway Dr	Roslyn Heights	NY	11577	250.00	10/14/2009	\$	25,000
NG	CHRISTINA			13502 Whittier Blvd. Ste.H #311	Whittier	CA	90605	250.00	7/20/2009	\$	25,000
SENYK	BORYS			4139 Mystic Dr	San Jose	CA	95124	250.00	10/22/2009	\$	25,000
SHELDON	JOEL			6631 Moselle Cir	Yorba Linda	CA	92886	250.00	10/14/2009	\$	25,000
SHEPARD	CAROLEE			108 cherokee Circle	Chapel Hill	NC	27514	250.00	5/22/2009	\$	25,000
TSUKAMOTO	KOZEN			17551 De Ling Cir	Huntington Beach	CA	92649	250.00	6/16/2009	\$	25,000
TSUKAMOTO	KAZUE			1359 San Luis Rey Dr	Glendale	CA	91208	250.00	10/14/2009	\$	25,000
LING	LEANN			3791 Fern	Irvine	CA	92606	234.00	12/23/2009	\$	23,400
KREVER	JEAN			PO Box 3662	Orange	CA	92857	200.00	10/26/2009	\$	20,000
KREVER	MICHAEL			PO Box 3662	Orange	CA	92857	200.00	10/26/2009	\$	20,000

KREVER	JEAN	PO Box 3662	Orange	CA	92857	200.00	12/17/2009	\$	20,000
KREVER	MICHAEL	PO Box 3662	Orange	CA	92857	200.00	12/17/2009	\$	20,000
REEVE	DANIEL	5097 N Eagles View Dr	Lehi	UT	84043	200.00	5/22/2009	\$	20,000
SAGGIANI	JOHN	19645 Dearborne Cir	Huntington Beach	CA	92648	200.00	11/5/2009	\$	20,000
SCHARMANN	KEN	361 Covington Terrace	Buffalo Grove	IL	60089	150.00	8/28/2009	\$	15,000
LING	MAURICE	3791 Fern	Irvine	CA	92606	140.00	12/11/2009	\$	14,000
ROTTER	PHYLLIS	2011 Oak Wood Dr	Arlington Heights	IL	60004	140.00	8/28/2009	\$	14,000
DOMINEY	DANIEL	630 W 2nd Pl.	Mesa	AZ	85201	100.00	10/14/2009	\$	10,000
TSUKAMOTO	NAMIYE	15555 Huntington Village Lane #26	Huntington Beach	CA	92647	100.00	10/14/2009	\$	10,000
MARTINSON	RANDY	892 Ridgeline Cir.	Centerville	UT	84014	90.00	10/14/2009	\$	9,000
KINZINGER	PAMELA	38 Lawndale St	Belmont	MA	02478	78.00	8/28/2009	\$	7,800

The Debtor is authorized to issue a total of 600,000 Membership Units consisting of two classes and multiple sub-series within each class, including 400,000 Common Units and 200,000 Preferred Units.

#### PREFERRED A UNITS

The Preferred A Units have preferred dividend rights equal to 15% per year on a cumulative basis. The Preferred A Units have liquidation preferences over common units and other series of preferred units. In the event of any liquidation, dissolution or wind up, the Preferred A Units have asset distribution preference over common units and subsequent series of preferred units. The Preferred A Units are redeemable in management's sole discretion at the rate of \$100 per unit, plus any accrued preferred dividends.

Preferred Units have no voting rights.

#### COMMON UNITS

Common Unit are entitled to receive profit and liquidation rights after payment of all accrued Preferred Unit dividends and after Preferred Unit redemption. Common Units have one vote per Unit.

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Castle Arch Kingman, LLC  
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Castle Arch Lease to Own Income Fund LLC  
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Castle Arch Opportunity Partners I, LLC  
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Castle Arch Opportunity Partners II, LLC  
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Castle Arch Opportunity Partners III LLC  
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